CANOE MINING VENTURES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE PERIOD ENDED SEPTEMBER 30, 2015

DATED November 12, 2015

This Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Canoe Mining Ventures Corp. (formerly C Level III Inc.) (the "Company" or "Canoe") as of November 12, 2015, and is intended to supplement and complement the Company's condensed consolidated interim financial statements for the period ended September 30, 2015. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to consult the Company's audited consolidated financial statements and corresponding notes to the financial statements for the year ended December 31, 2014 for additional details. Canoe's disclosures are available on the Company's website at www.canoemining.com. The consolidated financial statements and MD&A are presented in Canadian dollars ("C$") and have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This discussion addresses matters we consider important for an understanding of our financial condition and results of operations as of and for the period ended September 30, 2015.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in "Risk Factors" and the "Cautionary Note Regarding Forward-Looking Statements" at the end of this MD&A.

Company Overview

The Company was incorporated under the Canada Business Corporations Act on June 10, 2011. The Company's shares are publicly traded on the TSX Venture Exchange Inc. ("the Exchange") under the symbol CLV.

The Company's principal business is the acquisition, exploration and, if warranted, the development of mineral properties. The Company's exploration activities are focused on its gold properties in Northern Ontario, Canada. Further details on the properties can be found in the Exploration and Evaluation Update section below.

Significant Events

Private Placement

On March 30, 2015, the Company completed a non-brokered private placement of 4,000,000 common shares of the Company at a price of $0.05 per share for gross proceeds of $200,000.

Debt Settlement

On June 10, 2015 The Company issued 2,083,308 shares at a deemed price of $0.05 per share for total debt settlement of $104,166.

Exploration and Evaluation Update

The Company's exploration strategy is to acquire mineral resources properties and then conduct a strategic, focused and geological, geochemical, and geophysical exploration program over that land package.

<u>Coldstream Property, Ontario</u>

The 6,410-hectare Coldstream Gold Property is located along the Trans-Canada Highway 115 km west of the City of Thunder Bay in north-western Ontario. The Coldstream project is situated within the Archean age Shebandowan Greenstone Belt (SGB) of the Wawa Subprovince, host to some of the largest precious (3 gold mines in Hemlo camp) and base metal (former Geco Cu-Zn-Ag and Winston Lake Zn-Cu-Ag mines; Shebandowan Ni-Cu-PGM Mine) deposits.

A National Instrument ("NI") 43-101 resource estimate (763,276 ounces of gold 'Inferred' and 96,400 ounces of gold 'Indicated' as indicated in the table below) and a scoping metallurgical test work (96.1% gold recovery) on the OG Deposit (formerly known as the East Coldstream Deposit) have been completed. The NI 43-101 compliant resource estimation was carried out in 2011 by Wardrop, a Tetra Tech company (Tetra Tech), and the metallurgical study was completed by SGS Canada.

Summaries of the Resource Estimate

Class	Zone	Tonnes (t)	Gold (g/t)	Gold* (ounce)
Indicated	EC-1	1,371,900	0.89	39,376
	EC-2	2,144,800	0.83	57,024
	Total	3,516,700	0.85	**96,400**
Inferred	EC-1	20,732,000	0.77	515,454
	EC-2	9,801,000	0.79	247,822
	Total	30,533,000	0.78	**763,276**

*0.4 g/t cut-off

Property Expenditures

The following table sets out the material components of costs and expenditures relating to each property. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. Detailed expenditures are included in the notes to accompany the condensed consolidated interim financial statements for the period ended September 30, 2015:

	Hamlin-Deaty Creek Property	Coldstream Property	Kerrs Property	Total
Balance, December 31, 2013	$ -	$ -	$ -	$ -
Acquisition costs	330,000	2,875,827	110,027	3,315,854
Exploration expenditures	-	334,368	-	334,368
Balance, December 31, 2014	$ 330,000	$ 3,210,195	$ 110,027	$ 3,650,222
Exploration expenditures	-	12,239	558	12,797
Balance, September 30, 2015	$ 330,000	$ 3,222,434	$ 110,585	$ 3,663,019

Iron Lake Gold Project – Ontario, Canada

The Iron Lake Gold Project was assembled through option agreements, licensing agreements and by staking claims. The Iron Lake Gold Project is an assembly of approximately 140 square kilometres of options and licenses within the western part of the Mishibishu Greenstone Belt near Wawa, Ontario. The Iron Lake Gold Project covers a 38 kilometre section of the Kabenung Lake greenstone belt that hosts the Iron Lake Deformation Zone and subsidiary shear zones which have been proven to contain significant gold showings.

The terms of the option and license agreements for the properties included in the Iron Lake Gold Project package are detailed in the accompanying condensed consolidated interim financial statements for the period ended September 30, 2015. The Technical Report on the Iron Lake Gold Project is dated November 19, 2013 and is filed on the Company's website at www.canoemining.com and under the Company's filings on SEDAR at www.sedar.com. The Company is in default with respect to the Iron Lake Gold option agreements.

Property Expenditures

The following table sets out the material components of costs and expenditures relating to each property in the Iron Lake Gold Project. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. Detailed expenditures are included in the notes to accompany the condensed consolidated interim financial statements for the period ended September 30, 2015.

	Abbie Lake Property	Keating Property	Total
Balance, December 31, 2013	$ 617,281	$ 1,033,164	$ 1,650,445
Acquisition costs	-	103,750	103,750
Exploration expenditures	180,000	-	180,000
Write-down	-	(1,136,914)	(1,136,914)
Balance, December 31, 2014	$ 797,281	$ -	$ 797,281
Acquisition costs	-	(23,333)	(23,333)
Exploration expenditures	617	-	617
Recovery (write-down)	(797,898)	23,333	(774,565)
Balance, September 30, 2015	$ -	$ -	$ -

During the year ended December 31, 2014, the Company elected to prioritize certain assets given the difficult economic conditions for financing exploration projects; therefore, the Company has written-down the Keating Property in the amount of $1,136,914 as at December 31, 2014. During the period ended September 30, 2015, the Company completed a strategic review of the Company's priorities and elected to write-down the value of the Abbie Lake Property in the amount of $797,898 as at September 30, 2015.

Additional information for all properties is available on the Company's website at www.canoemining.com and under the Company's filings on SEDAR at www.sedar.com.

R.S. Middleton, P. Eng., a Qualified Person under the meaning of NI 43-101, is the Company's Exploration Manager and is responsible for the technical content of this Management's Discussion and Analysis.

Outlook

The Company intends to conduct further exploration programs in fiscal 2015 on its Ontario properties. The Company is currently reviewing its geological information and supplementary data to plan and advance the exploration program. Additional funds will need to be raised to further advance the exploration program. There is no guarantee that the Company will be successful in this regard or on terms that are acceptable to the Company (see "Risks and Uncertainties"). The Company is undertaking a review of possible business opportunities.

Results of Operations

Selected Quarterly Financial Information

The following table summarizes information derived from the Company's consolidated financial statements for each of the eight mostly recently completed quarters:

Three months ended	Total Revenues	Net Loss	Loss per Share (basic and diluted)
September 30, 2015	$ -	$ 124,808	$ 0.00
June 30, 2015	-	909,078	0.02
March 31, 2015	-	125,967	0.00
December 31, 2014	-	977,391	0.03
September 30, 2014	-	122,028	0.00
June 30, 2014	-	94,074	0.00
March 31, 2014	-	456,378	0.01
December 31, 2013	-	666,282	0.04

Significant fluctuations to the net loss of the Company over the periods presented include:

- A one-time, non-cash listing expense of $645,361 in the three months ended December 31, 2013 related to the execution of the QT.
- Stock-based compensation expense of $312,568 for options granted and vesting in the three months ended March 31, 2014.
- A write-down of exploration and evaluation assets of $1,136,914 in the three months ended December 31, 2014 on the Keating, Keating East and Killen properties.
- A write-down of exploration and evaluation assets of $797,898 in the three months ended June 30, 2015 on the Abbie Lake property.

Results of Operations for the three month period ended September 30, 2015 compared to 2014

The Company had a net loss of $124,808 for the three month period ending September 30, 2015, compared to a loss of $122,028 for the same period in the previous year.

Significant changes to the net loss are described as follows:

- Management and consulting fees increased by $10,731 to $73,490 (2014 - $62,759) as the Company engaged professionals in the period to assist with the evaluation of business opportunities.

- Office and rent and other fees decreased by $15,004 to $21,257 (2014 - $36,261) as the Company is working to manage costs in light of current economic conditions.

- Transfer agent and filing fees of $12,169 (2014 - $2,819) have increased due to costs related to the completion of a debt settlement transaction in the period and the timing of costs for annual corporate costs.

Results of Operations for the nine month period ended September 30, 2015 compared to 2014

The Company had a net loss of $1,159,853 for the nine month period ending September 30, 2015, compared to a loss of $672,480 for the same period in the previous year.

The increase in net loss is materially a result of the write-down the of the Abbie Lake property. Significant changes to the net loss are described as follows:

- Management and consulting fees decreased by $29,557 to $194,145 (2014 - $223,702) as the Company has worked to manage recurring compensation costs in light of current economic conditions.

- Transfer agent and filing fees of $37,887 (2014 – $11,819) have increased due to costs related to the completion of a debt settlement transaction in the period and the timing of annual corporate costs.

- Stock-based compensation expense of $Nil (2014 - $319,376) relating to stock options granted to directors, officer and consultants which vested in the prior period. The reduction in share-based compensation expense created a significant change in the net loss realized between the two periods.

- The Company recognized $Nil (2014 - $51,706) other income on settlement of flow-through share premium liability related to the expenditure of funds on the Iron Lake Gold Project which qualify as flow-through expenditures and therefore reduced the Company's flow-through obligation.

Liquidity and Capital Resources

The Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to, continuing losses, dependence on key individuals and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully explore and develop its projects and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant financings. Given the current economic climate, the ability to raise funds may prove difficult.

None of the Company's projects have commenced commercial production and accordingly, the Company is dependent upon debt and/or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The recoverability of the carrying value of exploration and evaluation projects, and ultimately the Company's ability to continue as a going concern, is dependent upon exploration results which indicate the potential for the discovery of economically recoverable reserves and resources, and the Company's ability to finance exploration of its projects through debt and/or equity financings and the optioning and/or sale of resource or resource-related assets such as royalty interests for its funding.

The Company reported a net loss of $1,159,853 for the period ended September 30, 2015 (2014 - $672,480) and has an accumulated deficit of $5,509,038 (December 31, 2014 - $4,349,185). In addition to its ongoing working capital requirements, the Company must secure sufficient funding for existing commitments and exploration costs. These circumstances indicate the existence of material uncertainty that may cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's financial statements have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of the business. As of September 30, 2015, the Company had working capital deficit of $1,214,579, including cash of $7,263, compared to a working capital deficit of $1,143,376, including cash of $9,613, as at December 31, 2014. Working capital is defined as current assets less current liabilities. The working capital position of the Company has declined following the acquisition of Birch Hill Gold Corp. ("Birch Hill") which resulted in the assumption of outstanding promissory note and debenture liabilities.

Management is continuing to actively pursue strategies to realize on the potential of its assets or secure additional financings in order to fund its operations.

The Company intends to seek equity financings through private placements and/or public offerings. The Company requires additional funding in order to obtain the necessary working capital for general overhead and to further its exploration efforts.

While the Company cannot provide any assurances that it will be successful in securing equity financings in order to conduct its operations uninterruptedly, it is the Company's intention to obtain the required funding.

As at the date of this MD&A, the Company had 1,850,000 stock options outstanding with an exercise price of $0.25 and 9,091,080 warrants outstanding with an exercise price of $0.25 to $6.25 outstanding which, if exercised, would result in cash proceeds of $6,541,162. There is no assurance that these exercises will occur.

Future Accounting Pronouncements

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9") IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss.

IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of assessing the impact of this pronouncement.

Critical Accounting Estimates

The Company performed an analysis of risk factors which, if any should realize, could materially and adversely affect the results, financial position and/or market price of its securities.

The preparation of financial statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses and other income for the period. These estimates and assumptions were based on Management's knowledge of the relevant facts and awareness of circumstances, having regard to prior experience. Significant estimates and assumptions include the following:

(i) Recoverability of exploration and evaluation properties

Management will consider the economics of its exploration and evaluation assets, including the drill and geophysical results. Where an indicator of impairment exists, management will perform an impairment test and if the recoverable amount is less than the carrying value, record an impairment charge. Refer to note 5 for the details of the impairment charge recorded in these consolidated financial statements.

(ii) Stock-based compensation

Management is required to make certain estimates when determining the fair value of stock option awards and compensatory warrants. These estimates require the input of highly subjective assumptions including the expected price volatility and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of loss based on estimates of forfeiture and expected lives of the underlying stock options and the value attributed to warrants issued as compensation for assets.

(iii) Other accounting estimates and judgments

Other estimates and judgments included the benefits of future income tax assets and whether or not to recognize the resulting assets on the statement of financial position, and determinations as to whether exploration costs should be expensed or capitalized.

While Management believes that these estimates and judgments are reasonable, actual results may differ from the amounts included in the consolidated financial statements.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Related Party Transactions

Management Compensation

Remuneration of directors and key management personnel of the Company was as follows:

	2015	2014
Payments to key management personnel:		
Consulting	$ 8,860	$ 77,406
Payments with common shares for accrued fees	35,000	-
Stock-based compensation	-	251,799

The Company currently shares office rent and has certain common officers and directors with Giyani, the Company's largest shareholder. As at September 30, 2015, the Company owed $77,092 (December 31, 2014 –$34,472) as presented as amounts due to related party.

During the period ended September 30, 2015, the Company incurred legal fees of $Nil (2014 - $6,331) with a legal firm where a partner is a Director of the Company. As at September 30, 2015, $98,602 (December 31, 2014 - $84,542) was included in amounts due to related parties with respect to these fees and certain expenses paid on the company's behalf.

During the period ended September 30, 2015, the Company issued 700,000 shares at a deemed price of $0.05 per share for total debt settlement of $35,000 with related parties.

Proposed Transactions

Except as otherwise disclosed in this MD&A, there are no proposed transactions that have been approved or which management reasonably believes will be approved by the Board.

Outstanding Share Data

As at the date of this MD&A there were 49,541,237 common shares outstanding.

Corporate Structure

The Company owns 100% of 2299895, Coldstream Mineral Ventures Corp. (created from the amalgamation of Birch Hill and 0996623 BC Ltd., a wholly owned subsidiary), and Sheltered Oak Resources Corp.

The Company's majority shareholder is Giyani Gold Corp. which currently owns 39.1% of the issued and outstanding common shares of the Company.

Risk Factors

An investment in the Company involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this interim report in evaluating the Company and its business before making any investment decision in regards to the common shares of the Company.

The Company's business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Company. Additional risks not presently known to us may also impair business operations.

Global Financial and Economic Conditions

Current global financial and economic conditions, remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the recent global financial crisis. Such factors may impact the Company's ability to obtain financing in the future on favourable terms or obtain any financing at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

Exploration and Development Risks

The Company's activities will be directed towards the exploration and development of the Company's properties (collectively, the "Canoe Properties").

Resource exploration and mineral development is a highly speculative and extremely volatile business. The Company's exploration and initial development activities involve significant risks that cannot be eliminated or adequately mitigated, even with careful and prudent planning and evaluation, experience, knowledge and operational know-how. Few properties which are explored are ultimately developed into producing mines. Exploration for gold involves many risks and uncertainties and success in exploration is dependent on a number of factors, including the quality of management, quality and availability of geological expertise and the availability of exploration capital. Substantial expenditures are required to (i) establish Mineral Resources and Mineral Reserves, (ii) complete drilling and to develop metallurgical processes to extract the minerals, (iii) develop mining and processing facilities and suitable infrastructure at any site chosen for mining, and (iv) establish commercial operations. Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically.

Even if an exploration program is successful and economically recoverable gold is found, it can take a number of years from the initial phases of drilling and identification of the mineralization until production is possible, during which time the economic feasibility of extraction may change and gold that was economically recoverable at the time of discovery ceases to be economically recoverable. There can be no assurance that gold recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale operations. The Company cannot ensure or provide any comfort that the exploration or development programs planned by the Company will result in a profitable commercial mining operation in respect of the Canoe Properties.

The commercial viability of the Canoe Properties depends upon on a number of factors, all of which are beyond the control of the Company, including: the particular attributes of a deposit, such as size, grade and proximity to infrastructure, market fluctuations in the price of gold, general and local labour market conditions, the proximity and capacity of milling facilities, and local, provincial, federal and international government regulation, including regulations relating to prices, taxes, royalties, land tenure, land use, and the importing and exporting of gold and environmental protection. The effect of these factors, either alone or in combination, cannot be accurately predicted and their impact may result in the Company not being able to economically extract gold from any identified Mineral Resource or Mineral Reserve which, in turn, could have a material and adverse impact on the Company's cash flows, earnings, results of operations and financial condition and prospects. The Company cannot provide any certainty that its planned expenditures will result in the successful operation of the Canoe Properties.

Estimates of reserves, deposits and production costs can also be affected by such factors as environmental permitting, social activism, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the quantity or grade of gold ultimately extracted may differ from the quantity or grade indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development or the processing of new or different grades, may also have an adverse effect on mining operations and on results from operations. Any material changes in reserves, grades, stripping ratios or recovery rates may affect the economic viability of the Canoe Properties, and as such, the viability of the Company may be negatively affected.

Aboriginal Claims

Aboriginal peoples have claimed aboriginal title and rights to portions of eastern Canada, including Ontario. The Company is not aware that any claims have been made in respect of its property and assets; however, if a claim arose and was successful this could have an adverse effect on the Company and its operations.

The Pic Mobert First Nations community located north of White River, Ontario and the Michipicoten First Nations community located near Wawa Ontario are the First Nations communities that could be affected by work conducted on the Abbie Lake-Keating Property. Consultations with both First Nations communities in the area were conducted in 2011 and 2012.

Seasonality

The level of activity in the North American mining industry is influenced by seasonal weather patterns. Wet weather and spring thaw may make the ground unstable. Consequently, municipalities and state/provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity levels. Also, certain mineral producing areas are located in areas that are inaccessible other than during the summer months because the ground surrounding the sites in these areas consists of swampy terrain. Seasonal factors and unexpected weather patterns may lead to declines in exploration and production.

No Mineral Reserves/Mineral Resources

All of the properties in which the Company currently holds an interest are considered to be in the exploration stage only and do not contain a known body of commercial minerals. The Company has no proved reserves. The Company has identified prospects based on available geological information that indicates the potential presence of minerals. However, the areas the Company decides to mine may not yield minerals in commercial quantities or quality, or at all. Most of the Company's current prospects are in various stages of evaluation that will require substantial drill-hole data interpretation. Even when properly used and interpreted, drill hole data analysis techniques are only tools used to assist geoscientists in identifying subsurface structures and mineral indicators and do not enable the interpreter to know whether minerals are, in fact, present in those structures. The Company does not know if any of its prospects will contain minerals in sufficient quantities or quality to recover exploration costs or to be economically viable. Even if minerals are found on the Company's prospects in commercial quantities, construction costs of infrastructure and transportation costs may prevent the prospects from being economically viable. If a significant number of the Company's prospects do not prove to be commercially viable, the Company will be materially adversely affected.

Technical Report – Iron Lake Gold Project

The Technical Report, prepared for the Company by J. Garry Clark P.Geo of Clark Expl. Consulting dated November 19, 2013 includes projections that are based on assumptions and current expectations relating to future events and financial trends. There is no assurance that these projections will prove to be accurate. These projections were prepared for the narrow purpose of illustrating, under certain limited and simplified assumptions, the Company's resources and costs. In addition, because of the subjective judgments and inherent uncertainties of projections and because the projections are based on a number of assumptions that are subject to significant uncertainties and contingencies beyond the Company's control, there can be no assurance that the projections or conclusions derived therefrom will be realized. Actual resources, costs, cash flow, profit margin and risk exposure of the Company's exploration and production business may be significantly less favourable than those projected in the Technical Report. An inherent risk of resource estimates is that a mineral deposit may not be considered economically viable. The possibility of not finding reserves is an intrinsic risk of the Company's business. Downward revisions in the Company's resource estimates could lead to lower levels of expected production in the future, which could have a material adverse effect on the Company. Accordingly, you may lose some or all of your investment, particularly to the extent that these projections or conclusions are not ultimately realized.

Technical Report – Coldstream Property

The Coldstream Technical Report, prepared for the Company by Wardrop, a Tetra Tech Company ("Tetra Tech") dated December 12, 2011 includes projections that are based on assumptions and current expectations relating to future events and financial trends. There is no assurance that these projections will prove to be accurate. These projections were prepared for the narrow purpose of illustrating, under certain limited and simplified assumptions, the Company's resources and costs. In addition, because of the subjective judgments and inherent uncertainties of projections and because the projections are based on a number of assumptions that are subject to significant uncertainties and contingencies beyond the Company's control, there can be no assurance that the projections or conclusions derived therefrom will be realized. Actual resources, costs, cash flow, profit margin and risk exposure of the Company's exploration and production business may be significantly less favourable than those projected in the Coldstream Technical Report. An inherent risk of resource estimates is that a mineral deposit may not be considered economically viable. The possibility of not finding reserves is an intrinsic risk of the Company's business. Downward revisions in the Company's resource estimates could lead to lower levels of expected production in the future, which could have a material adverse effect on the Company. Accordingly, you may lose some or all of your investment, particularly to the extent that these projections or conclusions are not ultimately realized.

Reliance on Historical Data

An extensive amount of historical data and records on the Iron Lake Gold Project was available to the Company and was reviewed by J. Garry Clark, P. Geo., in connection with the preparation of the Technical Report. However, the Company cannot provide any comfort that it can rely upon, verify or necessarily authenticate such historical information in connection with its exploitation of the Abbie Lake-Keating Property. The Company cannot guarantee that the historical records that will be available to it are free from material errors or inaccuracies.

Similarly, historical data and records on the Coldstream Property was used and reviewed by Coast Mountain Geological Ltd., in connection with the preparation of compiled technical data. However, the Company cannot provide any comfort that it can rely upon, verify or necessarily authenticate such historical information in connection with its exploitation of the Coldstream Property. The Company cannot guarantee that the historical records that will be available to it are free from material errors or inaccuracies.

Title to Canoe Properties

Although the Company has taken reasonable measures to ensure proper title to the properties within the Canoe Properties, there is no guarantee that title to the properties within the Canoe Properties will not be challenged or impugned. Third parties may have valid claims underlying portions or all of the Company's interest.

Risks Associated with Market Fluctuations

The market price for gold is volatile and is influenced by a number of factors, including, among others, political stability, general economic conditions, mine production and the intent of foreign governments who own significant above-ground reserves, central bank lending, sales and purchases of gold, producer hedging activities, expectations of inflation, the level of demand for gold as an investment, speculative trading, the relative exchange rate of the U.S. dollar with other major currencies, interest rates, global and regional demand, political and economic conditions and uncertainties, industrial and jewellery demand, production costs in major gold producing regions and worldwide production levels. The aggregate of such factors (all of which are beyond the control of the Company) is impossible to predict with accuracy, and as such, the Company can provide no assurances that it can effectively manage such factors. In addition, the price of gold has on occasion been subject to very rapid short-term changes because of speculative activities. Fluctuations in gold prices may materially adversely affect the Company's financial performance or results of operations. The world market price of gold has fluctuated during the last several years. If the market price of gold falls significantly from its current levels, the development of the Company's Properties may be rendered uneconomic and such development may be suspended or delayed.

No Anticipated Dividends

The Company does not expect to pay dividends on its issued and outstanding Company shares in the foreseeable future. If the Company generates any future earnings such cash resources will be retained to finance further growth and current operations. The board of directors of the Company will determine if and when dividends should be declared and paid in the future based on the financial position of the Company and other factors relevant at the particular time. Until the Company pays dividends, which it may never do, a shareholder will not be able to receive a return on his or her investment in the Company shares unless such Company shares are sold. In such event, a shareholder may only be able to sell his, her or its Company shares at a price less than the price such shareholder originally paid for them, which could result in a significant loss of such shareholder's investment.

Significant Future Capital Requirements, Future Financing Risk and Dilution

No assurances can be provided that the Company's financial resources will be sufficient for its future needs. The Company does not currently generate revenues from operations. As such, the Company will be required to undertake future financings which may be in the form of a sale of equity, debt secured by assets or forward purchase payments. No assurances can be made that the Company will be able to complete any of these financing arrangements or that the Company will be able to obtain the capital that it requires. In addition, the Company cannot provide any assurances that any future financings will be obtained on terms that are commercially favourable to the Company.

Any such sale of Company shares or other securities will lead to further dilution of the equity ownership of existing shareholders. Additionally, options and warrants or other conversion rights issued or granted by the Company may adversely affect future equity offerings, and the exercise of those options and warrants may have an adverse effect on the value of the Company shares. If any such options, warrants or conversion rights are exercised at a price below the then current market price, then (i) the market price of the Company shares could decrease, and (ii) shareholders may experience dilution of his or her investment. The issuance of Company shares in the future will result in a reduction of the book value and market price of the then outstanding Company shares. If any such additional Company shares are issued such issuances will result in a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of the Company.

A prolonged decline in the price of the Company shares could result in a reduction in the liquidity of the Company shares and a reduction in the Company's ability to raise capital. As a significant portion of the Company's operations will probably be financed through the sale of equity securities a decline in the price of the Company shares could be especially detrimental to liquidity.

Share Price Volatility

The market price for the Company shares cannot be assured. Securities markets have recently experienced an extreme level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

The trading price of the Company shares has been, and the trading price of the Company shares may continue to be, subject to large fluctuations. For the same reason, the value of any of the Company's securities convertible into, or exchangeable for, Company shares may also fluctuate significantly, which may result in losses to investors. The trading price of the Company shares and, if applicable, any securities exercisable for, convertible into, or exchangeable for, Company shares may increase or decrease in response to a number of events and factors, both known and unknown. In addition, the market price of the Company shares will be affected by many variables not directly related to the Company's success and will therefore not be within the Company's control, including other developments that affect the market for all resource sector securities, the breadth of the public market for the common shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Company shares on the stock exchanges on which the Company shares trade has historically made the Canoe share price volatile and suggests that the Company's share price will continue to be volatile in the future.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

The market price for the Company shares may also be affected by the Company's ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of the Company shares.

Significant Governmental Regulations

The Company's planned exploration activities are subject to extensive federal, provincial, local and foreign laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labour standards and occupational health and safety laws and regulations including mine safety, toxic substances and other matters related to the mining business. The costs associated with compliance with such laws and regulations are substantial. Possible future laws and regulations, or more restrictive interpretations of current laws and regulations by governmental authorities could cause additional expense, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of the Abbie Lake-Keating Property and other properties. Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of the Company's future operations, which could lead to the imposition of substantial fines, penalties and other civil and criminal sanctions. Substantial costs and liabilities, including bonding, reclamation funding, or other requirements for restoring the environment after the closure of mines, will be inherent in the development of the Company's Properties.

In the context of environmental permits, including reclamation plans, the Company must comply with standards and regulations which entail significant costs and can entail significant delays. Such costs and delays could have an adverse impact on the Company's operations.

Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of licences or permits and the imposition of penalties. There can be no assurance that the Company has been or will be at all times in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not adversely affect the Company's business, results of operations, financial condition or prospects.

Climate Change Controls

The primary source of greenhouse gas emissions in Canada is the use of hydrocarbon energy. The operations of the Canoe Properties will depend significantly on hydrocarbon energy sources to conduct daily operations, and there are currently no economic substitutes for these forms of energy. The federal and provincial governments have not finalized any formal regulatory programs to control greenhouse gases, and it is not yet possible to reasonably estimate the nature, extent, timing and cost of any programs contemplated or their potential effects on the operations of the Company's Properties. However, the broad adoption of emission limitations or other regulatory efforts to control greenhouse gas emissions may affect the demand for gold as well as increase production and transportation costs.

Obtaining and Renewing of Government Permits

In the ordinary course of business, the Company is required to obtain or renew governmental permits for mineral exploration or for the development, construction, commencement, operation or expansion of mining operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous agencies which can often involve public hearings and costly undertakings. The duration and success of the Company's efforts to obtain or renew permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the permitting authority or potential legal challenges from various stakeholders such as environmental groups, nongovernmental organizations, aboriginal groups or other claimant. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from the Company's Properties once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine, which could have a material adverse effect on the Company's operations and profitability.

Competition in the Mining Industry

The international mining industry is highly competitive. The Company's ability to acquire properties with reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter increasing competition from other mining companies in its efforts to hire experienced mining professionals. Competition for exploration resources at all levels is currently very intense, particularly affecting the availability of manpower, drill rigs and helicopters. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Increased demand for services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increase potential scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays or both.

Acquisitions and Integration

From time to time, the Company may pursue opportunities to acquire additional mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities will depend on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio; a material ore body may prove to be below expectations; the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, customers, suppliers and contractors; and the acquired business or assets may have unknown liabilities which may be significant. In the event that the Company chooses to raise debt capital to finance any such acquisition, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisition, existing shareholders may suffer dilution. Alternatively, the Company may choose to finance any such acquisition with its existing resources. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

Litigation Risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

Employee Recruitment

Recruiting and retaining qualified personnel is critical to the success of the Company. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key executive, financial, operational, administrative and mining personnel. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse effect on the Company's results of operations and profitability.

Market Perception

Market perception of gold exploration companies such as the Company may shift such that these companies are viewed less favourably. This factor could impact the value of investors' holdings and the ability of the Company to raise further funds, which could have a material adverse effect on the Company's business, financial condition and prospects.

Insurance and Uninsured Risks

The Company may become subject to liability as Canoe's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's property or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although, the Company plans to maintain insurance for protection against certain risks in amounts it considers being reasonable, such insurance may not cover all the potential risks associated with Canoe's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Moreover, insurance against political risk and risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Limited Operating History

The Company has no history of operations but is focused on the business of mining, mineral and resource exploration and development. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Negative Cash Flow and Absence of Profits

The Company has not earned any profits to date and there is no assurance that the Company will earn any profits in the future, or that profitability, if achieved, will be sustained. The success of the Company will ultimately depend on its ability to generate revenues from operations. There is no assurance that any future revenues will be sufficient to generate the required funds to develop the Company's Properties.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. The Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Key Personnel

The Company's business involves a certain degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. As such, the Company's success is dependent on the services of its senior management. The loss of one or more of the Company's key employees could have a material adverse effect on the Company's operations and business prospects. In addition, the Company's future success depends on its ability to attract and retain skilled technical, management, sales and marketing personnel. There can be no assurance that the Company will be successful in attracting and retaining such personnel and the failure to do so could have a material adverse effect on the Company's business, its operating results as well its overall financial condition.

Conflicts of Interest

There are potential conflicts of interest to which the proposed directors, officers, insiders and promoters of the Company will be subject in connection with the operations of the Company. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses on their own behalf and on behalf of other companies, and situations may arise where some or all of the directors, officers, insiders and promoters will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies prescribed by the CBCA and/or the OBCA, as applicable, the Exchange, and applicable securities laws, regulations and policies.

Internal Control and Disclosure Controls over Financial Reporting

Management of the Company is responsible for the design, implementation and monitoring of effective internal controls over financial reporting (as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings), to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Company's financial statements in accordance with IFRS. Management has established processes which are in place to provide the Company's certifying officers with sufficient knowledge to support management representations to confirm that reasonable diligence has been exercised that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Cautionary Note Regarding Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by securities regulations, the Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to the future metal prices, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions;

future price of metals; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.